

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

5 February 2018

TESCO PLC

TESCO APPOINTS CHARLES WILSON AS CEO OF UK & REPUBLIC OF IRELAND

Tesco PLC announces that upon completion of the merger with Booker Group plc (expected to be 5 March 2018), Charles Wilson will be appointed as CEO of Tesco's retail and wholesale operations in the UK & ROI. Matt Davies will continue as CEO of UK & ROI until completion, when he will step down and after supporting a handover, will leave the Group at the end of April 2018.

Dave Lewis said:

"I am delighted Charles will be joining the Tesco Board and Executive Committee. He brings substantial commercial and retail experience and has an exceptional track record of increasing performance and driving growth in customer-focused businesses. Charles is ideally suited to lead the UK & ROI business for the combined group in the next phase of our turnaround.

I would also like to thank Matt for his outstanding contribution to Tesco over the last three years. His values based leadership and invaluable support have been instrumental to the significant progress we have made in the transformation of the UK & ROI business. I wish him well for the future."

Contacts

Investor Relations:	Chris Griffith	+44(0)1707 912 900
Media:	Jane Lawrie	+44 (0)1707 918 701
	Philip Gawith, Teneo Blue Rubicon	+44 (0)207 420 3143

LEI Number: 2138002P5RNKC5W2JZ46

Notes

Biography:

Charles Wilson was first appointed to the board of Booker Group plc in June 2007.

Charles started his career in 1986 with Procter & Gamble, following which he was a consultant with OC&C Strategy Consultants and a Director of Abberton Associates. In 1998 he became an Executive Director of Booker Group plc which merged with Iceland plc in 2000. In 2001 he became an Executive Director of Arcadia Group plc and in 2004 he became an Executive Director of Marks and Spencer Plc. In 2005 he was appointed as Chief Executive of Booker.

Remuneration:

The key elements of Charles' remuneration package, which is consistent with the Directors' Remuneration Policy approved by Tesco shareholders in June 2015, are as follows:

- Base salary of £575,000 per annum.
- Annual bonus opportunity of up to 200% of base salary, with a target level of outcome of 100% of base salary. 50% of any annual bonus award will be deferred into shares in Tesco for 3 years.
- Annual Performance Share Plan opportunity of up to 225% of base salary, with a target level of outcome of 112.5% based on performance measures over 3 years.
- Pension contributions or cash in lieu of pension contributions of 20% of base salary.
- Shareholding requirement of 200% of base salary, which will be achieved at date of appointment.

Charles Wilson holds 24,533 shares in Tesco PLC.

Further details on Charles Wilson and his remuneration package are set out in the Prospectus, which will be made available to shareholders later today.

There are no additional matters that would require disclosure pursuant to Listing Rule 9.6.13R.

Important Notices

This Announcement is for information purposes only and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities of the solicitation of any vote or approval in any jurisdiction pursuant to the Merger. This Announcement should not be construed as investment advice and is not intended to form the basis of any investment decision. It does not constitute a prospectus or prospectus equivalent document.

Overseas Jurisdictions

The release, publication or distribution of this Announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

Forward looking statements

This Announcement (including information incorporated by reference into this Announcement), oral statements made regarding the Merger, and other information published by Tesco and Booker contain statements which are, or may be deemed to be, "forward-looking statements" with respect to the financial condition, results of operations and businesses of Booker and Tesco and the Booker Group and the Tesco Group, and certain plans and objectives of Booker and Tesco with respect to the Combined Group. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Tesco and Booker about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Merger on Tesco and Booker, the expected timing and scope of the Merger and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although Tesco and Booker believe that the expectations reflected in such forward-looking statements are reasonable, Tesco and Booker can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. You are cautioned not to place undue reliance on these forward-looking statements. Each forward looking statement speaks only as of the date of this Announcement. None of Booker, the Booker Group, Tesco or the Tesco Group undertakes any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Publication on website and availability of hard copies

A copy of this Announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Tesco's website at www.tescopl.com. For the avoidance of doubt, the contents of this website are not incorporated into and do not form part of this Announcement.

Tesco Shareholders may request a hard copy of this Announcement by: (i) contacting Equiniti during business hours on +44 371 384 2977 if calling from the UK, or +44 121 415 7053 if calling from outside the UK (lines are open from 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales)); or (ii) by submitting a request in writing to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Calls to 03 numbers cost no more than a national rate call to a 01 or 02 number.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.